

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors. ¹

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO ELECTRIC POWER AUTHORITY
("PREPA"),

Debtor.

PROMESA

Title III

No. 17 BK 4780-LTS

**This Motion relates to PREPA
and shall be filed in Lead Case
No. 17 BK 3283-LTS and Case
No. 17 BK 4780-LTS.**

**Re: ECF Nos. 2053, 2128, 2132,
2133, 2134, 2138**

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO ELECTRIC POWER AUTHORITY
("PREPA"),

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico ("Commonwealth") (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Movant,

v.

UNIÓN DE TRABAJADORES DE LA INDUSTRIA
ELÉCTRICA Y RIEGO *et al.*

Respondents.

**URGENT UNOPPOSED MOTION OF THE GOVERNMENT
PARTIES FOR LEAVE TO EXCEED PAGE LIMIT FOR OMNIBUS
REPLY IN FURTHER SUPPORT OF PREPA'S MOTION FOR ENTRY
OF AN ORDER ALLOWING ADMINISTRATIVE EXPENSE CLAIM FOR
COMPENSATION FOR FRONT-END TRANSITION SERVICES
UNDER PUERTO RICO TRANSMISSION AND DISTRIBUTION SYSTEM
OPERATION AND MAINTENANCE AGREEMENT WITH LUMA ENERGY**

The Honorable United States District Court Judge Laura Taylor Swain:

The Puerto Rico Electric Power Authority (“PREPA”), by and through the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), as PREPA’s representative pursuant to section 315(b) of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”),² and the Puerto Rico Fiscal Agency and Financial Advisory Authority (“AAFAF”) (PREPA, the Oversight Board and AAFAF are referred to collectively as the “Government Parties”), respectfully submit this urgent motion (the “Urgent Motion”) requesting entry of an order, substantially in the form annexed hereto as **Exhibit A** (the “Proposed Order”), allowing the Government Parties to exceed the fifteen (15) page limit for memoranda of law in support of replies set forth in Paragraph I.E. of the *Thirteenth Amended Notice, Case Management and Administrative Procedures* [Case No. 17-BK-3283;³ ECF No. 13512] (“Case Management Procedures”) to file a forthcoming omnibus reply in support of *PREPA’s Motion for Entry of an Order Allowing Administrative Expense Claim for Compensation for Front-End Transition Services Under Puerto Rico Transmission and Distribution System Operation and Maintenance Agreement with LUMA Energy*⁴ (the “Omnibus Reply”) of no more than thirty-five (35) pages (exclusive of the cover page, the table of contents, the table of authorities, the signature page, exhibits, and the certificate of service). In support of this Urgent Motion, the Government Parties respectfully state as follows:

² PROMESA is codified at 48 U.S.C. §§ 2101-2241.

³ Unless otherwise noted, docket references are to Case No. 17-BK-4780.

⁴ The “Administrative Expense Motion”.

Jurisdiction and Venue

1. The United States District Court for the District of Puerto Rico (the “Court”) has subject-matter jurisdiction over this matter pursuant to PROMESA § 306(a). Venue is proper pursuant to PROMESA § 307(a).

Relief Requested

2. Movants respectfully request leave to exceed the page limit for reply memoranda of law in support of motions laid out in the Case Management Procedures and instead be limited to no more than thirty-five (35) pages with respect to the Omnibus Reply, exclusive of the cover page, tables of contents and authorities, signature pages, exhibits, and certificate of service.

Basis for Relief

3. Paragraph I.E. of the Case Management Procedures provides that “[u]nless prior permission has been granted . . . memoranda of law in support of Replies are limited to fifteen (15) pages.” Case Management Procedures ¶ I.E.

4. On July 7, 2020 PREPA filed the Administrative Expense Motion.

5. On August 12, 2020, *UTIER and SREAEE’s Objection to PREPA’s Motion for Entry of an Order Allowing Administrative Expense Claim for Compensation for Front-End Transition Services Under Puerto Rico Transmission and Distribution System Operation and Maintenance Agreement with LUMA Energy at Docket No. 2053* [ECF No. 2128] (the “UTIER/SREAEE Objection”), was filed by Unión de Trabajadores de la Industria Eléctrica y Riego (“UTIER”) and Sistema de Retiro de los Empleados de la Autoridad de Energía Eléctrica (“SREAEE”) the *Limited Preliminary Objection of Official Committee of Unsecured Creditors to PREPA’s Motion for Entry of an Order Allowing Administrative Expense Claim for Compensation for Front-End Transition Services Under Puerto Rico Transmission and Distribution System*

Operation and Maintenance Agreement with LUMA Energy [ECF No. 2132] (the “UCC Objection”), was filed by the Official Committee of Unsecured Creditors for all Title III Debtors, other than PBA and COFINA (the “UCC”); the *Objection of the Fuel Line Lenders to LUMA Energy Administrative Expense Motion* [ECF No. 2133] (the “FLL Objection”), was filed by Cortland Capital Market Services LLC, as successor administrative agent under a Credit Agreement, dated May 4, 2012, among PREPA, Scotiabank de Puerto Rico and certain lenders (collectively, the “Fuel Line Lenders”); and the *Cobra Acquisitions LLC’s Objection to PREPA’s Motion for Entry of an Order Allowing Administrative Expense Claim for Compensation for Front-End Transition Services Under Puerto Rico Transmission and Distribution System Operation and Maintenance Agreement with LUMA Energy* [ECF No. 2134] (the “Cobra Objection”), was filed by Cobra Acquisitions LLC (“Cobra”).

6. On August 13, 2020, *Limited Objection of Whitefish Energy Holdings, LLC to PREPA’s Motion for Entry of an Order Allowing Administrative Expense Claim for Compensation for Front-End Transition Services Under Puerto Rico Transmission and Distribution System Operation and Maintenance Agreement with LUMA Energy* [ECF No. 2138] (the “Whitefish Objection”) was filed by Whitefish Energy Holdings, LLC (“Whitefish” and collectively with UTIER, SREAEE, the UCC, the Fuel Line Lenders and Cobra, the “Objectors”).

7. The combined number of pages of briefing (exclusive of the cover page, tables of contents and authorities, signature pages, exhibits, and certificate of service) the Objectors submitted in opposition to the Administrative Expense Motion is sixty-five pages.

8. To adequately respond to all arguments contained in the Objectors’ filings, Movants respectfully request leave to file a single Omnibus Reply not to exceed thirty-five (35)

pages in length, exclusive of the cover page, the table of contents, the table of authorities, the signature page, exhibits, and the certificate of service.

9. Movants respectfully submit that the request made herein is reasonable in light of the volume of objections received, as described above.

10. Finally, no prior request for the relief sought in this Urgent Motion has been made to this or any other court.

CERTIFICATION

11. Pursuant to Section I.H. of the Case Management Procedures, undersigned counsel certifies that it engaged in reasonable, good-faith communications with counsel for the Objectors regarding the requested extension, and these parties do not oppose the requested relief. Moreover, in accordance with Local Bankruptcy Rule 9013-1(a)(2), undersigned counsel certifies that counsel has carefully examined the matter and concluded that there is a true need for expedited consideration of the Urgent Motion, and that Movants have not created the urgency through lack of due diligence on their part. The undersigned further certifies that Movants made a bona fide and good faith effort to resolve the matter without a hearing.

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WHEREFORE Movants respectfully request the Court enter the Proposed Order attached as **Exhibit A**, granting the relief requested herein and all other relief as is just and proper.

Dated: August 28, 2020
San Juan, Puerto Rico

Respectfully submitted,

PROSKAUER ROSE LLP

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/s/ Paul V. Possinger

/s/ Hermann D. Bauer

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and Financial Advisory Authority*

CERTIFICATE OF SERVICE

I hereby certify that, on this same date, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system, which will send notifications of such filing to all CM/ECF participants in this case.

/s/ *Hermann D. Bauer*
Hermann D. Bauer

EXHIBIT A

Proposed Order

UNITED STATES DISTRICT COURT
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PUERTO RICO ELECTRIC POWER AUTHORITY
("PREPA"),

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Respondents.

**ORDER GRANTING URGENT UNOPPOSED MOTION OF GOVERNMENT
PARTIES FOR LEAVE TO EXCEED PAGE LIMIT FOR OMNIBUS
REPLY IN FURTHER SUPPORT OF PREPA'S MOTION FOR ENTRY
OF AN ORDER ALLOWING ADMINISTRATIVE EXPENSE
CLAIM FOR COMPENSATION FOR FRONT-END TRANSITION SERVICES
UNDER PUERTO RICO TRANSMISSION AND DISTRIBUTION SYSTEM
OPERATION AND MAINTENANCE AGREEMENT WITH LUMA ENERGY**

Upon the *Urgent Unopposed Motion of Government Parties for Leave to Exceed Page Limit for Omnibus Reply in Further Support of PREPA's Motion for Entry of an Order Allowing Administrative Expense Claim for Compensation for Front-End Transition Services Under Puerto Rico Transmission and Distribution System Operation and Maintenance Agreement with LUMA Energy* (the "Urgent Motion")²; and the Court having found it has subject-matter jurisdiction over this matter pursuant to PROMESA section 306(a); and it appearing that venue in this district is proper pursuant to PROMESA section 307(a); and the Court having found that the Urgent Motion is unopposed, that movants provided adequate and appropriate notice of the Urgent Motion under the circumstances and that no other or further notice is required; and upon the record herein, after due deliberation thereon, the Court having found that good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED THAT:

1. The Urgent Motion is GRANTED as set forth herein.
2. The Government Parties may file an Omnibus Reply that is not to exceed thirty-five (35) pages exclusive of the cover page, the table of contents, the table of authorities, the signature page, exhibits, and the certificate of service.
3. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: _____, 2020

HONORABLE LAURA TAYLOR SWAIN
United States District Judge

² Capitalized terms not otherwise defined herein shall have the meanings given to them in the Urgent Motion.